

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., et al.,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: September 19, 2013 at 4:00 p.m.</b>
	)	<b>Hearing: September 25, 2013 at 1:00 p.m.</b>

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**COVER SHEET TO TWENTY-NINTH QUARTERLY APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
JANUARY 1, 2013 THROUGH MARCH 31, 2013**

Name of Applicant: Orrick, Herrington & Sutcliffe LLP

Authorized to Provide Professional  
Services to: David T. Austern, Former Asbestos PI  
Future Claimants' Representative  
(the "FCR")<sup>1</sup>

Date of Retention: As of February 6, 2006 (pursuant to this Court's  
Order entered May 8, 2006)

Period for which compensation is  
sought: January 1, 2013 through March 31, 2013

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<sup>1</sup> Mr. Austern died on May 16, 2013. This Application covers work performed and expenses incurred on behalf of Mr. Austern from January 1, 2013 through March 31, 2013. Effective as of May 16, 2013, Roger Frankel was appointed as the successor FCR [Dkt. No. 30756] and Orrick was authorized to represent Mr. Frankel in that capacity [Dkt. No. 30902].

Amount of Compensation (100%) sought  
as actual, reasonable, and necessary: \$ 293,944.50

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$ 632.05

This is an: X interim — monthly — final application.

### **PRIOR QUARTERLY APPLICATIONS FILED**

Orrick was retained effective February 6, 2006, pursuant to this Court's Order entered May 8, 2006. Orrick has previously filed the following quarterly fee applications:

<b><u>Quarterly Period</u></b>	<b><u>Fees</u></b>	<b><u>Expenses</u></b>	<b><u>Total Fees and Expenses</u></b>
First Quarterly Period February 6-March 31, 2006	\$206,292.25	\$7,501.32	\$213,793.57
Second Quarterly Period April 1-June 30, 2006	\$456,045.25	\$14,568.92	\$470,614.17
Third Quarterly Period July 1-September 30, 2006	\$558,019.75	\$25,651.67	\$583,671.42
Fourth Quarterly Period Oct 1-December 31, 2006	\$841,070.00	\$98,378.95	\$939,448.95
Fifth Quarterly Period January 1-March 31, 2007	\$1,098,668.00	\$57,670.14	\$1,156,338.14
Sixth Quarterly Period April 1-June 30, 2007	\$1,021,931.50	\$168,071.15	\$1,190,002.65
Seventh Quarterly Period July 1-September 30, 2007	\$1,318,928.25	\$506,330.27	\$1,825,258.52
Eighth Quarterly Period Oct 1-December 31, 2007	\$2,577,801.25	\$276,906.50	\$2,854,707.75
Ninth Quarterly Period January 1-March 31, 2008	\$2,834,348.75	\$436,062.97	\$3,270,411.72
Tenth Quarterly Period April 1-June 30, 2008	\$1,060,594.00	\$96,239.02	\$1,156,833.02
Eleventh Quarterly Period July 1-September 30, 2008	\$1,205,058.75	\$69,698.64	\$1,274,757.39
Twelfth Quarterly Period October 1-December 31, 2008	\$1,133,553.25	\$95,017.93	\$1,228,571.18
Thirteenth Quarterly Period January 1-March 31, 2009	\$1,497,820.75	\$56,151.13	\$1,553,971.88
Fourteenth Quarterly Period April 1-June 30, 2009	\$1,300,578.75	\$44,857.50	\$1,345,436.25
Fifteenth Quarterly Period July 1-September 30, 2009	\$1,674,330.00	\$57,526.76	\$1,731,856.76
Sixteenth Quarterly Period October 1-December 31, 2009	\$1,091,059.75	\$45,541.09	\$1,136,600.84
Seventeenth Quarterly Period January 1-March 31, 2010	\$949,778.00	\$30,135.35	\$979,913.35
Eighteenth Quarterly Period April 1-June 1, 2010	\$640,112.00	\$13,586.57	\$653,698.57
Nineteenth Quarterly Period July 1-September 30, 2010	\$321,026.50	\$4,390.47	\$325,416.97
Twentieth Quarterly Period October 1-December 31, 2010	\$303,224.75	\$3,984.67	\$307,209.42
Twenty-First Quarterly Period January 1-March 31, 2011	\$480,146.25	\$14,901.02	\$495,057.27
Twenty-Second Quarterly Period April 1-June 30, 2011	\$711,762.00	\$6,450.32	\$718,212.32
Twenty-Third Quarterly Period July 1-Sept 30, 2011	\$486,275.25	\$7,381.60	\$493,656.85
Twenty-Fourth Quarterly Period Oct 1-Dec 31, 2012	\$202,189.50	\$2,772.72	\$204,962.22
Twenty-Fifth Quarterly Period Jan 1-March 31, 2012	\$462,548.25	\$7,444.37	\$469,992.62
Twenty-Sixth Quarterly Period April 1-June 30, 2012	\$433,129.75	\$5,928.97	\$439,058.72
Twenty-Seventh Quarterly Period July 1-Sept 30, 2012	\$553,578.25	\$6,165.47	\$559,743.72
Twenty-Eighth Quarterly Period Oct 1-Dec 31, 2012	\$382,951.50	\$4,642.92	\$387,594.42

**COMPENSATION SUMMARY**  
**JANUARY 1, 2013 THROUGH MARCH 31, 2013**

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Fees</u></b>
Roger Frankel	Partner, 29 years in position; 41 years relevant experience; 1971, Restructuring	\$995	146.00	\$143,877.00 <sup>2</sup>
Peri Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	5.60	\$3,724.00
Mary A. Wallace	Of counsel, 9 years in position; 24 years relevant experience; 1989, Restructuring	\$740	.20	\$148.00
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	63.50	\$55,562.50
Debra L. Felder	Associate, 10 years in position; 10 years relevant experience; 2002, Restructuring	\$650	118.50	\$77,025.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	50.40	\$13,608.00
<b>TOTAL</b>			<b>384.20</b>	<b>\$293,944.50</b>
<b>Blended Rate: \$765.08</b>				

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<sup>2</sup> Please note that this amount reflects a reduction for Roger Frankel's non-working travel in Orrick's February monthly invoice of \$497.50 and Orrick's March monthly invoice of \$895.50.

**COMPENSATION BY PROJECT CATEGORY**  
**JANUARY 1, 2013 THROUGH MARCH 31, 2013**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Compensation of Professionals-Orrick	39.20	\$15,268.50
Compensation of Professionals-Others	2.80	\$832.00
Insurance	8.20	\$6,095.00
Litigation	329.40	\$269,718.00
Retention of Professionals-Orrick	1.80	\$638.00
Travel (Non-Working)	2.80	\$1,393.00
<b>TOTAL</b>	<b>384.20</b>	<b>\$293,944.50</b>

**EXPENSE SUMMARY**  
**JANUARY 1, 2013 THROUGH MARCH 31, 2013**

<b><u>Expense Category</u></b>	<b><u>Total Expense</u></b>
Duplicating	\$186.60
Express Delivery	\$54.86
Lexis	\$14.16
Meals	\$104.80 <sup>3</sup>
Pacer	\$428.70
Parking	\$1.80
Pleadings (Court copies not available through Pacer)	\$124.80
Postage	\$4.94
Taxi	\$56.37
Travel – Air	(\$721.02) <sup>4</sup>
Travel – Mileage	\$8.96 <sup>5</sup>
Travel – Train	\$66.80 <sup>6</sup>
Westlaw	\$300.28
<b>TOTAL</b>	<b>\$632.05</b>

<sup>3</sup> This amount represents a meal expense for 8 people attending a lunch meeting on December 11, 2012 in Orrick's Washington, DC office.

<sup>4</sup> This amount represents a credit for a cancelled flight on December 6, 2012.

<sup>5</sup> This amount represents the portion allocated to these cases of travel expenses for mileage incurred in connection with a meeting in New York on February 12, 2013.

<sup>6</sup> This amount represents the portion allocated to these cases of travel expenses for train fare incurred in connection with a meeting in New York on February 12, 2013.

Orrick's Client Charges and Disbursements Policy effective January 1, 2013, are as follows:

- a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.
- b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick does not charge clients for long distance telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, and there is no charge for incoming facsimiles.
- c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.
- d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)
- e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: August 30, 2013

By: S/ RICHARD H. WYRON

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Richard H. Wyron, admitted *pro hac vice*  
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*Counsel to David T. Austern,  
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